



Australian Agricultural Company Limited  
ABN 15 010 892 270

## 2022 AACo Notice of Annual General Meeting

24 June 2022

Manager  
ASX Market Announcements  
Australian Securities Exchange

Attached are:

- 2022 Notice of Annual General Meeting (AGM)
- Sample Proxy Form
- Questions Lodgement Form
- Virtual Online Meeting Guide

Full details of the business of the AGM on 28 July 2022 including the resolutions to elect directors are set out in the Notice of Annual General Meeting and the Explanatory Statement which forms part of it.

This announcement is authorised to be given to the ASX by the AACo Chairman.

Issued by:  
Bruce Bennett  
Company Secretary and General Counsel



# Notice of Annual General Meeting

The Annual General Meeting ("AGM") of shareholders of Australian Agricultural Company Limited ("AACo") will be held on **Thursday, 28 July 2022 at 10.00am** (Brisbane time).

In light of continued uncertainty due to the COVID-19 pandemic, the AGM will be held as a 'hybrid' AGM. Shareholders and other persons will have the option of attending the AGM virtually at <https://meetings.linkgroup.com/AAC22> or in person at Plaza Level P6/P7, Brisbane Convention and Exhibition Centre, Grey Street, South Brisbane, QLD 4101. The Members of the Board of Directors will attend the meeting in person to the extent they are able to do so in a safe and permissible manner. Shareholders and other persons are encouraged to participate in the meeting virtually.

AACo is pleased to once again provide shareholders with the opportunity to attend and participate in the AGM through an online platform, where shareholders will be able to watch, listen, submit questions and vote online. Instructions for attending the AGM via the online platform are set out below.

Shareholders who prefer to register questions in advance of the AGM are encouraged to do so. You may wish to lodge your questions online or submit the Shareholder Question Form that has been included with this Notice of Annual General Meeting. We will attempt to address the more frequently asked questions in the Chairman's address and the Managing Director/CEO's address at the AGM. Written questions must be received by AACo or AACo's share registry provider, Link Market Services Limited, by 5.00pm (AEST) on Thursday, 21 July 2022, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

AACo will comply with all relevant laws, regulations and guidance applying at the time of the AGM, including travel restrictions or limitations on public gatherings due to COVID-19. We encourage shareholders to monitor the ASX and AACo's website for updates (if any) post the issuing of this Notice of Annual General Meeting.

We encourage shareholders to vote by proxy by completing and returning the enclosed proxy form in accordance with the specified directions in this Notice of Annual General Meeting and on the proxy form.

This Notice of Annual General Meeting should be read in conjunction with the Explanatory Statement which is attached to this Notice of Annual General Meeting.

## Attendance via online platform

Shareholders can watch and participate in the AGM via the online platform by entering <https://meetings.linkgroup.com/AAC22> into a web browser on your computer or online device.

Log in to the virtual meeting platform using your full name, email address, contact number and company name (if applicable). To obtain a voting card or ask a question, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). Proxyholders will need their proxy code which Link Market Services will provide via email on the day before the AGM.

Shareholders, proxyholders and corporate representatives may also ask a question or make a comment by dialing into the teleconference facility. Please note that participants will not be able to vote using the teleconference facility. To use this facility, participants will need to call AACo's Share Registry, Link Market Services on 1800 990 363 or +61 1800 990 363 (outside Australia) by 10:00am (AEST) on Tuesday, 26 July 2022 to pre-register and obtain the required access code for the teleconference facility.

We recommend logging in to the virtual meeting platform or teleconference facility at least 15 minutes prior to the scheduled start time for the AGM.

Further information on how to participate virtually is set out in the Virtual Meeting Online Guide, which is available on AACo's website at <https://aaco.com.au/investors-media/media>.

## AGENDA

### ORDINARY BUSINESS

#### Item 1: Financial Statements and Reports

- > To receive and consider the Financial Report and the Reports of the Directors and the Auditor in respect of the 12 months ended 31 March 2022.

Note: There is no vote on this Item.

#### Item 2: Remuneration Report

- > To consider and, if thought fit, to pass the following non-binding ordinary resolution:

*"That the Remuneration Report of AACo for the financial year ended 31 March 2022 be adopted."*

Note: In accordance with section 250R of the *Corporations Act 2001* (Cth), the vote on this resolution will be advisory only.

#### Item 3: Election of Director: Mr Anthony Abraham

- > To consider and, if thought fit, to pass the following ordinary resolution:

*"That Mr Anthony Abraham, a Director retiring in accordance with Article 9.3 of the Constitution of AACo, being eligible, is re-elected as a Director of AACo."*

#### Item 4: Election of Director: Mr Marc Blazer

- > To consider and, if thought fit, to pass the following ordinary resolution:

*"That Mr Marc Blazer, a Director retiring in accordance with Article 9.3 of the Constitution of AACo, being eligible, is re-elected as a Director of AACo."*

#### Item 5: Election of Director: Mr Tom Keene

- > To consider and, if thought fit, to pass the following ordinary resolution:

*"That Mr Tom Keene, a Director retiring in accordance with Article 9.3 of the Constitution of AACo, being eligible, is re-elected as a Director of AACo."*

### SPECIAL BUSINESS

#### Item 6: Amendment of Constitution of AACo

- > To consider and, if thought fit, to pass the following special resolution:

*"That in accordance with section 136(2) of the Corporations Act 2001 (Cth), the Constitution of AACo be amended in the manner outlined in the Explanatory Statement accompanying this Notice with effect from the close of the AGM."*

A copy of the amended Constitution of AACo, marked up to show the proposed changes, is available on AACo's website at <https://aaco.com.au/investors-media/corporate-governance>.

Alternatively, shareholders can request a copy by contacting the Office of the Company Secretary by email at [ir@aaco.com.au](mailto:ir@aaco.com.au).

To be passed this special resolution requires the approval of at least 75% of the votes cast by shareholders entitled to vote on this resolution.

### Voting exclusion statement

#### Voting exclusion on Item 2

Votes may not be cast, and AACo will disregard any votes cast, on Item 2:

- by or on behalf of any key management personnel ("KMP") member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time Item 2 is voted on at the AGM, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on Item 2:

- in accordance with a direction in the proxy appointment; or
- by the Chairman of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

#### Proxy voting by the Chairman of the AGM on Item 2

**If you appoint the Chairman of the AGM as your proxy, and you do not direct your proxy how to vote on Item 2 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP.**

The Chairman of the AGM intends to vote undirected proxy votes in favour of all Items on the Agenda (subject to the voting exclusion above).

By Order of the Board

**Bruce Bennett**

General Counsel and Company Secretary

24 June 2022

## NOTES

### Entitlement to Vote Date

The Directors have determined that for the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and ASX Settlement Operating Rule 5.6.1, the persons eligible to vote at the AGM will be those persons who are registered shareholders of AACo at **7:00pm (Brisbane time) on Tuesday, 26 July 2022**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

### All resolutions will be by poll

Voting on all resolutions will be conducted by poll.

### How to vote

A shareholder who is entitled to attend and vote at the AGM may do so:

- using the online platform;
- by proxy;
- in person;
- by attorney; or
- by corporate representative (if the shareholder is a corporation).

### Voting using the online platform

The AGM will take place at **10.00am (Brisbane Time) on Thursday, 28 July 2022**.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM by entering <https://meetings.linkgroup.com/AAC22> into a web browser on your computer or online device.

To submit votes or questions, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). Proxyholders will need their proxy code which Link Market Services will provide via email on the day before the AGM.

Voting will be open until the Chairman closes the AGM, upon which shareholders will have an additional 5 minutes to finalise and submit their votes.

More information about online participation in the AGM (including asking questions via the virtual platform) is available on AACo's website at <https://aaco.com.au/investors-media/media>.

### Voting by Proxy Information

If you are entitled to attend and vote at the AGM, you may appoint a proxy to attend and vote at the meeting on your behalf. A proxy does not need to be a shareholder. If you are entitled to cast two or more votes at the AGM, you may appoint two persons as your proxy or proxies to attend and vote at the meeting. If you appoint two proxies and you do not specify the proportion or number of your votes for each proxy, then each proxy may exercise half of your votes on a poll.

Any undirected proxies on a given Item of the Agenda may be voted by the appointed proxies as they choose, subject to the restrictions set out in the voting exclusion statements in this Notice of Annual General Meeting. In particular:

- if an undirected proxy in relation to Item 2 of the Agenda is given to a Director (other than the Chairman) or other member of the KMP, details of whose remuneration are set out in the Remuneration Report (or any of their closely related parties), such a proxy will not vote on Item 2. To allow such a proxy to vote on Item 2, shareholders must direct the proxy how to vote by ticking "For", "Against" or "Abstain" opposite Item 2 on the proxy form; and
- if a shareholder appoints the Chairman as their proxy in relation to Item 2, but does not complete any of the boxes "For", "Against" or

"Abstain" opposite Item 2 on the proxy form, the Chairman will exercise their proxy even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote all available proxies in favour of Item 2. If a shareholder wishes to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting, on Item 2, the shareholder should specify this by completing the "Against" or "Abstain" box on the proxy form, as applicable.

AACo must receive an Appointment of Proxy Form at least 48 hours before the AGM. Any proxy form received after this deadline (including at the AGM) will be invalid. If an Appointment of Proxy Form is signed by the appointer's attorney, the authority under which the appointment was signed, or a certified copy of the authority, must accompany the Appointment of Proxy Form.

The proxy's appointment and, if applicable, the authority appointing an attorney, must be sent by post or fax, submitted online or delivered by hand to:

#### **By post**

Australian Agricultural Company Limited  
c/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

#### **By fax**

Link Market Services Limited  
Facsimile (02) 9287 0309

#### **Online**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

#### **By hand**

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6  
10 Darcy Street, Parramatta NSW 2150

\*During business hours Monday to Friday

by no later than **10.00am (Brisbane time) on Tuesday, 26 July 2022**.

For your convenience, an Appointment of Proxy Form accompanies this Notice of Annual General Meeting. Please refer to the Appointment of Proxy Form for instructions on completing the form.

### Corporate Representatives

Any corporate shareholder wishing to appoint a person to act as its representative at the AGM may do so by providing that person with:

- a letter or certificate, executed in accordance with the corporate shareholder's constitution, authorising that person as the corporate shareholder's representative at the AGM; or
- a copy of the resolution appointing the person as the corporate shareholder's representative at the AGM, certified by the company secretary or a director of the corporate shareholder.

To be effective, evidence of the appointment must be returned in the same manner, and by the same time, as specified for proxy forms (above).

### Voting by Attorney

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the shareholder's behalf. An attorney need not themselves be a shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the shareholder, AACo and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must be returned in the same manner, and by the same time, as specified for proxy forms (above).

## EXPLANATORY STATEMENT

This Explanatory Statement is an explanation of, and contains information about, the resolutions to be considered at the AGM (which are set out in the accompanying Notice of Annual General Meeting), to assist shareholders to determine how they wish to vote on the resolutions. This Explanatory Statement forms part of the accompanying Notice of Annual General Meeting and should be read together with the Notice of Annual General Meeting.

### Item 1: Financial Statements and Reports

The *Corporations Act 2001* (Cth) (the “**Corporations Act**”) and the Constitution of AACo require the following reports in respect of the 12 months ended 31 March 2022 to be laid before the AGM:

- the Financial Report (which includes the financial statements and Directors' declaration);
- the Directors' Report; and
- the Auditor's Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity, as a whole, at the AGM to ask questions and make comments on these reports, and on the business, operations and management of AACo.

Shareholders who are entitled to vote at the AGM have the right to submit written questions to the auditor about the content of the Auditor's Report, or the conduct of the audit of the Financial Report. Any such questions must be submitted in accordance with the directions on the Shareholder Question Form attached to the Notice of Annual General Meeting by **5.00pm (AEST) on Thursday, 21 July 2022**. The external auditor will attend the AGM, and the Chairman will provide a reasonable opportunity for shareholders to ask questions relevant to the audit.

There is no requirement, either in the Corporations Act or in the Constitution of AACo, for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report.

### Item 2: Remuneration Report

Section 250R(2) of the Corporations Act requires AACo to propose a resolution that the Remuneration Report of AACo for the year ended 31 March 2022 be adopted. The vote on this resolution is advisory only.

The Board of AACo unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

### Item 3: Election of Director: Mr Anthony Abraham

The ASX Listing Rules require AACo to hold an election of Directors each year. Article 9.3 of the Constitution of AACo requires one-third of the Directors for the time being (excluding casual appointees and the Managing Director), and any other Director who has held office for three years or more since last being elected, to retire from office at each AGM.

In accordance with the ASX Listing Rules and Article 9.3 of the Constitution of AACo, Mr Anthony Abraham, Mr Marc Blazer and Mr Tom Keene will retire from office at the conclusion of the 2022 AGM and offer themselves for re-election. Profiles of Mr Blazer and Mr Tom Keene are set out under Item 4 and Item 5, below.

A profile for Mr Abraham is set out in the following section. The re-election of this Director will be by a separate ordinary resolution of the shareholders. To be re-elected, the candidate must receive more votes in favour of his re-election than against his re-election.

The Board of AACo (with Mr Abraham abstaining) recommends that shareholders vote in favour of Mr Abraham's re-election.

#### *Profile: Mr Anthony Abraham*

Mr Abraham was appointed a Director on 7 September 2014. Mr Abraham was last re-elected on 31 July 2019. Mr Abraham is a member of the Audit and Risk Management Committee and the Nomination Committee.

Mr Abraham has over 30 years' experience in banking, finance and investment management including 18 years specifically in food and agriculture. Mr Abraham established Macquarie Group's agricultural funds management business and is currently a member of ROC Partners' food and agricultural investment team.

Mr Abraham consults to the Clean Energy Finance Corporation's food and agricultural team who seek investments aimed at facilitating the reduction of carbon intensity in the Australian agricultural sector.

During the past three years Mr Abraham has not served as a Director of any other listed company.

### Item 4: Election of Director: Mr Marc Blazer

As noted in Item 3 above, it has been determined that Mr Blazer will be retiring at the conclusion of the 2022 AGM and offers himself for re-election as a Director of AACo.

A profile for Mr Blazer is set out in the following section. The re-election of this Director will be by a separate ordinary resolution of the shareholders. To be re-elected, the candidate must receive more votes in favour of his re-election than against his re-election.

The Board (with Mr Blazer abstaining) recommends that shareholders vote in favour of Mr Blazer's re-election.

#### *Profile: Mr Marc Blazer*

Mr Blazer was appointed a Director on 31 July 2019. He is the Chairman of the Brand, Marketing & Sales Committee.

Mr Blazer is a leader in the international tourism and hospitality sector. Mr Blazer is currently the Chairman and CEO of Overture Holdings, a consumer, food & beverage, and hospitality investment group. From 2013 until 2020, he was the co-owner and Chairman of the Board of Noma Holdings, the parent company of world-renowned restaurant noma based in Copenhagen; co-founder and Executive Chairman of New York based PRIOR, a global hospitality and travel company; and Co-founder and Director of Ahimsa Partners, a venture that invests in, licenses, owns, and operates hospitality ventures in India.

In addition to his consumer and hospitality business activities, Mr Blazer has also had an extensive career in capital markets. Before becoming Chairman of Overture Holdings, he was a partner and the global head of investment banking at Cantor Fitzgerald. During his tenure, he was named one of Investment Dealer's Digests 40-under-40 in 2006. While at Cantor, he was on the advisory board of Enertech, a clean energy venture fund. Prior to joining Cantor Fitzgerald, Mr. Blazer spent six years at ChaseMellon Financial Corp. (now Bank of New York Mellon), a joint venture between Chase Manhattan Corporation and Mellon Financial Group LLC.

Earlier in his career, Mr Blazer was an advisor to members of Congress in both the US House of Representatives and Senate on tax matters, banking and securities legislation, international trade policy, and foreign relations.

Mr Blazer earned a graduate degree from the London School of Economics in 1992, and a BA from the University of Maryland in 1990.

During the past three years Mr Blazer has not served as a Director of any other listed company.

#### Item 5: Election of Director: Mr Tom Keene

As noted in Item 3 above, it has been determined that Mr Tom Keene will be retiring at the conclusion of the 2022 AGM and offers himself for re-election as a Director of AACo.

A profile for Mr Keene is set out in the following section. The re-election of this Director will be by a separate ordinary resolution of the shareholders. To be re-elected, the candidate must receive more votes in favour of his re-election than against his re-election.

The Board (with Mr Keene abstaining) recommends that shareholders vote in favour of Mr Keene's re-election.

##### *Profile: Mr Tom Keene*

Mr Keene was appointed a Director on 5 October 2011. Mr Keene was last re-elected on 29 July 2020. Mr Keene is Chairman of the Staff and Remuneration Committee and a member of the Nomination Committee.

Mr Keene has had an extensive career in agriculture; he is the former Managing Director of GrainCorp Limited, and is currently a Director of the leading Australian wood fibre exporter, Midway Limited. He is also the former Chairman of Grain Trade Australia Limited and a former Director of Cotton Seed Distributors Limited.

In 2007, Mr Keene was named the NAB Agribusiness Leader of the Year.

During the past three years Mr Keene has served as a Director of the following listed companies:

- Midway Limited\* – appointed August 2008

\*Denotes current Directorship

#### Item 6: Amendment of Constitution of AACo

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders. A special resolution must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution.

AACo is seeking shareholder approval to amend the Constitution of AACo to:

- allow AACo to rely on the recent changes to the Corporations Act enabling the use of technology in relation to holding general meetings (including changes to allow the holding of fully virtual meetings if a company's constitution requires or permits it), and to facilitate electronic delivery of documents to shareholders. The proposed changes to AACo's Constitution will provide it with flexibility to hold fully virtual general meetings where necessary or appropriate;
- reflect changes to the ASX Listing Rules and the proposed replacement of the ASX CHESS system; and
- modernise certain AACo governance practices.

A copy of the amended Constitution of AACo, marked up to show the proposed changes, is available on AACo's website at <https://aaco.com.au/investors-media/corporate-governance/>. Shareholders can also request a copy by contacting the Office of the

Company Secretary by email at [ir@aaco.com.au](mailto:ir@aaco.com.au).

If the amendments are not approved by shareholders, then no amendments will be made to the Constitution of AACo.

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

A summary of the proposed amendments to AACo's Constitution (grouped by topic) are set out below.

Article of the Constitution	Summary of proposed amendments
<i>Virtual meetings and electronic delivery of documents</i>	
7.2	This amendment will allow AACo to hold a meeting of shareholders using any virtual meeting technology (as determined by the Directors) provided that shareholders as a whole are given a reasonable opportunity to participate. Any such general meeting may be held at one or more physical venues and using virtual meeting technology, or using virtual meeting technology only.
8.14	In line with the changes to the Corporations Act, this amendment requires that a vote of a general meeting must be decided on poll where required by the Corporations Act or the ASX Listing Rules.
Various	An ancillary amendment to support the facilitation of virtual general meetings made throughout the AACo Constitution is to clarify that 'Members Present' at a general meeting extends to include those shareholders present by virtual technology means (including for the purposes of determining a quorum).
17.2	In line with the changes to the Corporations Act, this amendment clarifies that a document can be sent electronically to shareholders by including a link to a document or attachment.
<i>General meetings</i>	
8.5	The time to convene a quorum at a general meeting is amended from 15 minutes to 30 minutes.
8.26	The right of a Director to attend and speak at general meetings is extended to persons (who need not be shareholders) invited by the Director (provided they may only speak if requested to do so by the chairman)

Article of the Constitution	Summary of proposed amendments
<i>Direct Votes and Proxies</i>	
8.23	The proposed amendments to Article 8.23 clarify that attendance at a general meeting by a proxy's or attorney's principal will not automatically revoke the proxy appointment or power of attorney.
New 8.19, 22.1 (new definition 'Direct Vote')	Proposed insertion to allow Directors with the flexibility to permit shareholders to give their vote at general meetings by way of direct notice to AACo, and prescribe regulations, rules and procedures in that regard.
New 8.24	Proposed insertion provides a framework for how such Direct Votes will be treated, consistent with how votes by way of proxy appointment, power of attorney or corporate representative are treated in terms of the validity of votes cast in such a manner.
<i>Amendments relating to shareholders</i>	
1.8	In preparation for the proposed CHES replacement, the number of joint holders of a share the Company is bound to recognise is proposed to be increased from three to four persons.
4.9(b)	On the forfeiture of shares, the liability of the person forfeiting the shares can now be otherwise limited or waived by approval in general meeting.
7.5	To the extent permitted by the Corporations Act, express powers of the Directors and the chairman to postpone a meeting of shareholders in certain circumstances have been introduced.
15.8	Where an account for payment of amounts payable to shareholders (including dividends) is not nominated by a shareholder, AACo is now expressly permitted to hold such amounts in a separate account of AACo until the shareholder nominates an account.
17.7	Where AACo does not have an address for notice of a shareholder or the shareholder is uncontactable (on AACo's reasonable belief), such notice is taken to be given to the shareholder by exhibiting it at the registered office of AACo for a period of two business days.
21.8	The process for AACo to pay proceeds from a sale of Small Holdings (being a holding of less than a marketable parcel of shares) has been updated to provide more flexibility for the directors to decide (including electronic means).

Article of the Constitution	Summary of proposed amendments
<i>Restricted Securities</i>	
20.1	<p>Amended to reflect changes to the ASX Listing Rules by:</p> <ul style="list-style-type: none"> <li>expanding the restrictions against the disposal of Restricted Securities to agreements or offers to dispose of Restricted Securities;</li> <li>expressly stating that Restricted Securities that are in the same class as quoted securities will be kept on AACo's issuer sponsored sub-registered and have a holding lock applied for the duration of the Escrow Period; and</li> <li>expressly stating that holders of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the Escrow Period except as permitted by the Listing Rules or ASX.</li> </ul>





Australian Agricultural Company Limited  
ABN 15 010 892 270

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Australian Agricultural Company Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



### ALL ENQUIRIES TO

Telephone: 1300 302 876 Overseas: +61 1300 302 876



X99999999999

## PROXY FORM

I/We being a member(s) of Australian Agricultural Company Limited and entitled to participate in and vote hereby appoint:

### APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Thursday, 28 July 2022 (the Meeting)** and at any postponement or adjournment of the Meeting. The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Plaza Level P6/P7, Brisbane Convention and Exhibition Centre, Grey Street, South Brisbane, QLD 4101** or logging in online at <https://meetings.linkgroup.com/AAC22> (refer to details in the Virtual Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at <https://aaco.com.au/investors-media/market-announcements>.

**Important for Item 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Item 2, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Items

For Against Abstain\*

For Against Abstain\*

2 Remuneration Report

☐ ☐ ☐

6 Amendment of Constitution of AACo

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3 Election of Director: Mr Anthony Abraham

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4 Election of Director: Mr Marc Blazer

☐ ☐ ☐

5 Election of Director: Mr Tom Keene

☐ ☐ ☐

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AAC PRX2201N



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Item is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10.00am (Brisbane Time) on Tuesday, 26 July 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Australian Agricultural Company Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



**Australian Agricultural Company Limited**  
ABN 15 010 892 270

## LODGE YOUR QUESTIONS



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Australian Agricultural Company Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



### ALL ENQUIRIES TO

Telephone: 1300 302 876 Overseas: +61 1300 302 876



**X99999999999**

We encourage shareholders to ask questions of or make comments to the Board, management and the auditor in advance of the 2022 Annual General Meeting. Please use this form to submit any questions about Australian Agricultural Company Limited ("the Company") that you would like us to respond to at the Company's 2022 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEST) on Thursday, 21 July 2022**.

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

**My question relates to (please mark the most appropriate box)**

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction


☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction


QUESTIONS

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible.  
Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

---

Supported browsers are:

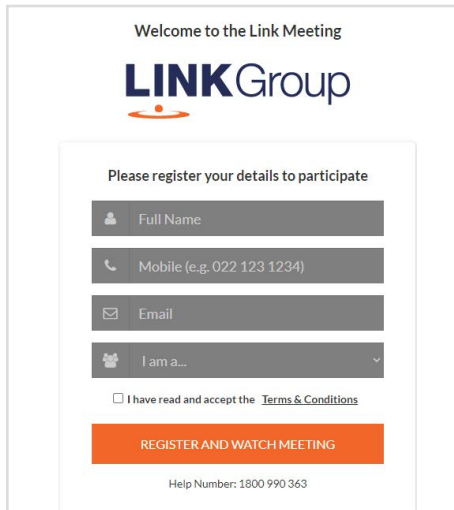
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 11 and up
- Microsoft Edge - 92.0 and after

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide



## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/AAC22>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

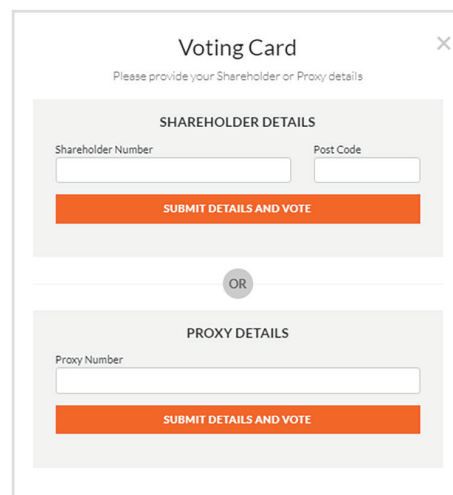
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



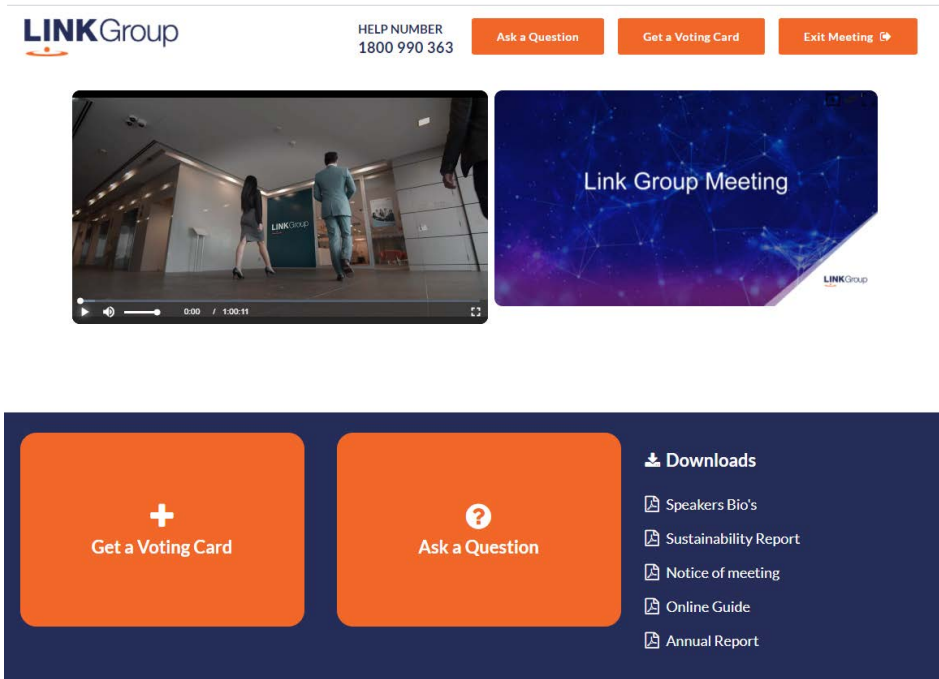
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.





## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

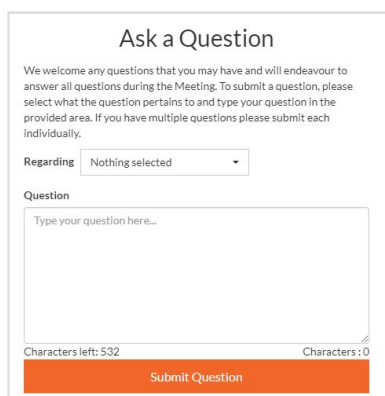
# Virtual Meeting Online Guide *continued*

## 2. How to ask a question

**Note:** Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently showing 'Nothing selected'. Underneath is a 'Question' section with a text input field labeled 'Type your question here...'. At the bottom, there are character counts: 'Characters left: 532' and 'Characters : 0', followed by an orange 'Submit Question' button.

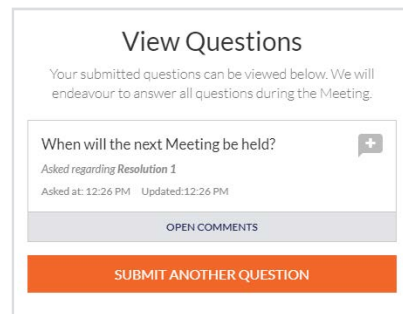
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' Below this is a question card for 'When will the next Meeting be held?'. The card shows 'Asked regarding Resolution 1', 'Asked at: 12:26 PM', and 'Updated: 12:26 PM'. There is a '+ ' icon in the top right corner of the card. Below the card is a grey 'OPEN COMMENTS' button and an orange 'SUBMIT ANOTHER QUESTION' button.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 10am (AEST) on Tuesday, 26 July 2022

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call:

- Australian Toll Free: 1800 416 188
- International: +61 7 3107 0295

#### Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question and vote on the resolutions at the Meeting.

#### Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

### Asking a Question

#### Step 1

When the Chairman calls for questions or comments on each item of business **press \*1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment you can lower your hand by **pressing \*2** on your keypad.

#### Step 2

When it is time for you to ask your question or make your comment, the moderator will introduce you to the meeting, your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

#### Step 3

Your line will be muted once your question or comment has been asked / responded to.

### Lodging Your Vote

Voting will be conducted at the conclusion of the Meeting, using your key pad. The moderator will provide instructions on how to vote.

#### Step 1

The moderator will read out the resolution and provide the following instructions:

**To vote FOR, press \*3. To vote AGAINST, press \*4 To ABSTAIN, press \*5**

You will be asked to vote immediately.

If you haven't lodged your vote within 10 seconds, the moderator will let you know you have not voted and you will be asked to submit your vote as voting will be closing imminently.

Once voting has closed for the first resolution, the moderator will announce that voting on that resolution is now closed. This process will be repeated for each resolution (if applicable).

#### Step 2

The moderator will announce that voting has closed and will advise where results will be available.

### Contact us

#### Australia

T +61 1800 990 363  
E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)